

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973

(202) 393-2266  
FAX (202) 393-2156

OF COUNSEL  
URBAN A. LESTER

April 16, 1999

RECORDATION NO. 22117 FILED

APR 16 '99

12-20 PM TS

*Betty Johnson*  
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Railcar Lease, dated as of April 14, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The CIT Group/Equipment Finance, Inc.  
1211 Avenue of the Americas  
New York, New York 10036

Lessee: Wheeling & Lake Erie Railway Company  
100 East First Street  
Brewster, Ohio 44613

A description of the railroad equipment covered by the enclosed document is:

Various locomotives and railcars identified on Schedule A attached to the Memorandum

Mr. Vernon A. Williams  
April 16, 1999  
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



for Robert W. Alvord

RWA/bg  
Enclosures

## MEMORANDUM OF RAILCAR LEASE

APR 16 '99

12-20PM

TS

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 14th day of April, 1999 is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Wheeling & Lake Erie Railway Company, a Delaware corporation, with an address at 100 East First Street, Brewster, Ohio 44613 (the "Lessee" and, together with the Lessor, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:


WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of April 14, 1999 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this Memorandum of Railcar Lease to be executed by their respective duly authorized officers, as of the date first above written.


NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Parties have caused this Memorandum of Lease to be executed by their duly authorized officers as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:   
Name: LAWRENCE E. LITTLEFIELD  
Title: VICE PRESIDENT

WHEELING &amp; LAKE ERIE RAILWAY COMPANY

By:   
Name: Larry R. Parsons  
Title: CHAIRMAN + CEO

STATE OF NEW YORK     )  
                                      ) ss.  
COUNTY OF NEW YORK    )

On this 14 day of April, 1999, before me personally appears LAWRENCE E. LITTLEFIELD  
to me personally know, who by me duly sworn, says that he/she is the VICE PRESIDENT  
of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing  
instrument was signed on behalf of the said Company by authority of its Board of Directors, and  
he/she acknowledged that the execution of the foregoing instrument was the free act and deed of  
the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

  
\_\_\_\_\_  
Notary Public

[SEAL]

My Commission expires:

INDRA BEDASIE  
Notary Public, State of New York  
No. 01BE6014602  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires October 19, 2000

STATE OF OHIO                    )  
  ) ss.  
COUNTY OF STARK                )

On this 15 day of April, 1999, before me personally appears LARRY R. PARSONS to me personally know, who by me duly sworn, says that he/she is the Chairman & CEO of WHEELING & LAKE ERIE RAILWAY COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

[SEAL]

My Commission expires:

Sheryl L. Durant  
Notary Public  
Sheryl L. Durant  
Notary Public, State of Ohio  
My Commission Expires August 29, 1999

SCHEDULE A

WLE locomotives

GP-35s

Former  
owner

Former  
road no.

1301	Transdynamic Leasing
2662	Norfolk Southern
2879	Norfolk Southern
2706	Norfolk Southern
2708	Norfolk Southern
2709	Norfolk Southern
3045	UP

ABCR locomotives

GP-35

2705	N&W
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Switchers

1501	Akron Barberton Belt	9601
1502	Akron Barberton Belt	9602
1203	Akron Barberton Belt	3375

WLE Ballast Cars

901-915	Helms
921-923	Santa Fe

//

10 - 100 TON HOPPERS - D. J. Joseph

WE	472230
WE	473430
WE	473462
WE	474111
WE	477442
WE	478968
WE	479003
WE	480011
WE	480059
WE	480112

22 - 80 TON HOPPERS - CSXT

WE	100
WE	101
WE	102
WE	103
WE	104
WE	105
WE	106
WE	107
WE	108
WE	109
WE	110
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# CURRENT REPORT MARKS - WE

CAR NUMBERS 62592, 62601, 63099, 63373, 63520, 63552, 63694, 63702, 63710, 63732, 63742, 63794, 63817, 63853, 63859, 63882, 63891, 63892, 63901, 63909, 63927, 63942, 63955, 63977, 63986, 64030, 64059, 64063, 64070, 64071, 64072, 64076, 64091, 64098, 64102, 64111, 64115, 64130, 64157, 64163, 64165, 64169, 64176, 64188, 64201, 64203, 64226, 64227, 64233, 64249, 64254, 64283, 64324, 64340, 64342, 64343, 64344, 64348, 64354, 64359, 64374, 64405, 64417, 64453, 64458, 64466, 64472, 64537, 64543, 64548, 64565, 64570, 64573, 64583, 64596, 64621, 64622, 64636, 64638, 64640, 64641, 64659, 64661, 64673, 64674, 64678, 64679, 64681, 64700, 64703, 64707, 64716, 64719, 64722, 64723, 64726, 64728, 64751, 64752, 64761, 64775, 64786, 64805, 64814, 64817, 64821, 64823, 64830, 64835, 64839, 64860, 64867, 62592, 63099, 63351, 63796, 63799, 63813, 63849, 63851, 63855, 63865, 63878, 63918, 63925, 63931, 63939, 63940, 63956, 63960, 63963, 63989, 63996, 64036, 64046, 64051, 64052, 64062, 64073, 64085, 64097, 64116, 64124, 64134, 64137, 64140, 64144, 64156, 64202, 64213, 64220, 64251, 64252, 64265, 64286, 64294, 64322, 64325, 64328, 64329, 64330, 64353, 64363, 64377, 64449, 64457, 64460, 64468, 64487, 64490, 64495, 64496, 64498, 64506, 64513, 64536, 64549, 64591, 64619, 64667, 64695, 64727, 64730, 64737, 64777, 64791, 64852, 64866

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